



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-0402

DC
1301301



04040295

August 10, 2004

Joseph A. Stegbauer
Senior Counsel
The Procter & Gamble Company
Legal Division
1 P&G Plaza
Cincinnati, Ohio 45202-3315

Re: The Procter & Gamble Company
Incoming letter dated June 2, 2004

Act: 1934
Section: _____
Rule: 14A-8
Public
Availability: 8/10/2004

Dear Mr. Stegbauer:

This is in response to your letters dated June 2, 2004 and July 9, 2004 concerning the shareholder proposals submitted to Procter & Gamble by John Jennings Crapo. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Martin P. Dunn
Deputy Director

PROCESSED

AUG 26 2004
THOMSON
FINANCIAL

Enclosures

cc: John Jennings Crapo
P.O. Box 400151
Cambridge, MA 02140-0002



Joseph A. Stegbauer
Senior Counsel

Phone: (513) 983-2810
Fax: (513) 983-2611
stegbauer.ja@pg.com

July 9, 2004

Via Fed-Ex and Certified Mail #7000-1670-0001-3329-0292
Return Receipt Requested

ATTENTION GRACE LEE, ESQ.
OFFICE OF THE CHIEF COUNSEL
DIVISION OF CORPORATION FINANCE
SECURITIES AND EXCHANGE COMMISSION
450 FIFTH STREET, NW
WASHINGTON, DC 20549

RECEIVED
JUL 14 11:10:33
OFFICE OF THE CHIEF COUNSEL
SECURITIES AND EXCHANGE COMMISSION

Re: **The Procter & Gamble Company – Two Shareholder Proposals submitted by**
John Jennings Crapo

Ladies and Gentlemen:

This letter and the enclosed material are submitted on behalf of The Procter & Gamble Company (the "Company") in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

As further described in a letter dated June 2, 2004 (the "June SEC Letter"), the Company has received two proposal letters, the first dated February 14, 2004 (the "February Proposal"), and the second dated March 12, 2004 (the "March Proposal"), from Mr. John Jennings Crapo (the "Proponent"), for inclusion in the Company's Proxy Statement for its 2004 Annual Meeting of Shareholders. The Company has previously requested the Staff's concurrence that no enforcement action will be recommended if the Company omits both the February Proposal and the March Proposal from its Proxy Statement.

In addition, the Company previously noted that there are numerous substantive bases for objection to the February Proposal and the March Proposal under Rule 14a-8 (i) under the Exchange Act. In light of the procedural deficiencies discussed in this letter, the Company refrained from raising those substantive objections at this time. We respectfully reserve our right to raise such objections should the relief requested herein not be granted by the Staff.

We are copying the Proponent on this letter.

OFFICE OF THE CHIEF COUNSEL
DIVISION OF CORPORATION FINANCE
SECURITIES AND EXCHANGE COMMISSION
July 9, 2004
Page 2

On May 27, 2004, the Company wrote the Proponent a letter (the "March 27 Letter") notifying the Proponent that the Company intended to exclude the Proponent's proposal dated March 12, 2004 because, for the reasons set forth in the March 27 Letter and the June SEC Letter, the proposal constituted a second proposal in violation of Exchange Act rule 14a-8(c) and in addition, standing on its own, the March 12, 2004 proposal itself contained multiple proposals in violation of Exchange Act rule 14a-8(c). In the May 27 Letter, the Company advised the proponent that he had 14 days from the date of his receipt of the May 27 Letter to submit a revised proposal that complied with Exchange Act rule 14a-8(c).

The Company subsequently received a return receipt from the U.S. Postal Service confirming that the Proponent received the May 27 Letter on June 16, 2004. To date, the Company has received no response from the Proponent, and the allotted 14 days have long since passed. We have enclosed six (6) copies of the May 27 Letter and the return receipt.

Accordingly, for the reasons set forth in this letter and the June SEC Letter, the Company respectfully requests that you concur in our view that, in accordance with Rule 14a-8(j), the Company may properly exclude from its Proxy Materials for the 2004 Annual Meeting both the February Proposal and the March Proposal. Your confirmation that the Staff will not recommend enforcement action if both proposals are omitted from the 2004 Proxy Statement is respectfully requested.

Should you have any questions regarding this matter or require any additional information, please contact me at (513) 983-2810. Please acknowledge receipt of this letter by date-stamping the enclosed additional copy of this letter and returning it in the enclosed envelope.

Sincerely,



Joseph A. Stegbauer
Senior Counsel

Enclosures

cc: John Jennings Crapo – w/enclosures
via Certified Mail #7000 1670 0001 3329 0308
and regular U.S. Mail



Joseph A. Stegbauer
Senior Counsel

The Procter & Gamble Company
Legal Division
1 P&G Plaza
Cincinnati, OH 45202-3315
www.pg.com
Phone: (513) 983-2810
Fax: (513) 983-2611
stegbauer.ja@pg.com

June 2, 2004

Via Certified Mail #7099-3400-0001-0767-6979 -
Return Receipt Requested and Regular U.S. Mail

OFFICE OF THE CHIEF COUNSEL
DIVISION OF CORPORATION FINANCE
SECURITIES AND EXCHANGE COMMISSION
450 FIFTH STREET, NW
WASHINGTON, DC 20549

RECEIVED
JUN 17 2004
11 5:24
OFFICE OF THE CHIEF COUNSEL
DIVISION OF CORPORATION FINANCE
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Re: **The Procter & Gamble Company – Two Shareholder Proposals submitted by**
John Jennings Crapo

Ladies and Gentlemen:

This letter and the enclosed material are submitted on behalf of The Procter & Gamble Company (the “Company”) in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The Company has received two proposal letters, the first dated February 14, 2004 (the “February Proposal”), and the second dated March 12, 2004 (the “March Proposal”), from Mr. John Jennings Crapo (the “Proponent”), for inclusion in the Company’s Proxy Statement for its 2004 Annual Meeting of Shareholders. The Company respectfully requests the Staff’s concurrence that no enforcement action will be recommended if the Company omits both the February Proposal and the March Proposal from its Proxy Statement.

The Company notes that there are numerous substantive bases for objection to the February Proposal and the March Proposal under Rule 14a-8 (i) under the Exchange Act. In light of the procedural deficiencies discussed in this letter, the Company is refraining from raising those substantive objections at this time. We respectfully reserve our right to raise such objections should the relief requested herein not be granted by the Staff.

Pursuant to Rule 14a-8(j) under the Exchange Act, please find enclosed six copies of the February Proposal, the March Proposal, this letter and all other correspondence between the Proponent and the Company relating to these proposals. The Company is simultaneously providing a copy of this submission to the Proponent.



OFFICE OF THE CHIEF COUNSEL
DIVISION OF CORPORATION FINANCE
SECURITIES AND EXCHANGE COMMISSION

June 2, 2004

Page 2

Background

The Company received the February Proposal on February 27, 2004. The February Proposal proposes that the "Board of Directors publish in the proxy statement of the company of the next successive shareholders meeting a report concerning Metamucil Fiber Wafers, Fiber Laxative" and includes a lengthy, largely incomprehensible supporting statement pertaining to unrelated personal, family, and health matters. On March 5, 2004, within 14 days of receipt of the February Proposal, the Company sent a letter to the Proponent (the "Notice of Defects"), informing the Proponent that the February Proposal was not in compliance with the length requirements prescribed in Rule 14a-8(d) and that the Proponent was required to cure this deficiency within 14 calendar days of receipt of the Notice of Defects. The Company received no response from the Proponent.

Thereafter, the Company received the March Proposal. The March Proposal relates to an entirely different subject matter than the February Proposal, and makes no reference to the February Proposal. Specifically, the March Proposal does not mention that it is intended to amend or replace the February Proposal. The March Proposal requests that the Company take action with respect to 14 separate items and includes a supporting statement that makes no mention of any of the 14 items but instead describes the Proponent's recent visit to the supermarket to purchase a liquid soap product and his difficulties carrying satchels and attaché cases.

After discussions with the Staff, on May 26, 2004, the Company sent a letter informing the Proponent of the Company's intention to exclude the March Proposal from its Proxy Statement, for the reasons discussed below.

Grounds for Exclusion

Exclusion of the February Proposal pursuant to Rule 14a-8(d) and Rule 14a-8(f).

Rule 14a-8(d) establishes a 500 word limitation for shareholder proposals. Generally, the Staff has permitted the omission of a shareholder proposal from proxy materials where a proponent failed to revise a proposal to comply with the 500 word limitation. See *Amgen, Inc.*, January 12, 2004; *Honeywell International, Inc.*, April 19, 2002; *FirstEnergy Corp.*, March 19, 2002 (proposal excluded pursuant to 14a-8(d) as the proponent failed to revise the proposal to less than 500 words within 14 days of receipt of FirstEnergy's request and 14a-8(f)). As the February Proposal exceeds the 500 word limit, the Company believes it is excludable pursuant to Rule 14a-8(d). Further, as the Proponent failed to cure the deficiency contained in the February Proposal, the Company believes it may be omitted from the Proxy Statement under Rule 14a-8(f).



OFFICE OF THE CHIEF COUNSEL
DIVISION OF CORPORATION FINANCE
SECURITIES AND EXCHANGE COMMISSION

June 2, 2004

Page 3

Exclusion of the March Proposal as the Proponent's second proposal pursuant to Rule 14a-8(c).

Rule 14a-8(c) provides that each shareholder may submit no more than one proposal for a particular shareholders' meeting. The February Proposal and the March Proposal constitute two entirely unrelated and distinct proposals. The Proponent makes no indication that the March Proposal was intended to serve as a replacement to or a revision of the February Proposal. The March Proposal does not mention the February Proposal at all, nor does the March Proposal mention the Company's letter informing the Proponent of the defects in the February Proposal. Therefore, the Company believes the March Proposal may be excluded from the Company's Proxy Statement because it violates Rule 14a-8(c). In this regard, we note that the Staff has consistently concurred with the exclusion of a second proposal pursuant to Rule 14a-8(c). See *Citigroup Inc.*, March 7, 2002; *Motorola, Inc.*, December 31, 2001; *Beverly Enterprises, Inc.*, February 7, 1991 (exclusion permitted based upon a shareholder's submission of two proposals). In addition, we note the Proponent should be well aware of the prohibition against the submission of multiple proposals, because the Staff has consistently concurred with the exclusion of proposals in other cases in which the Proponent submitted two proposals. See *The Adams Express Company*, September 25, 1992, in which the Staff concurred that a second proposal by Mr. Crapo was excludable as a violation of the single proposal requirement. See also *The Procter & Gamble Company*, March 20, 2003, in which the Staff concurred that a proposal by Mr. Crapo was excludable because he had previously submitted a proposal for inclusion in the Company's proxy materials with respect to the same meeting.

Exclusion of the March Proposal as multiple proposals pursuant to Rule 14a-8(c).

We also believe that the March Proposal may be excluded under Rule 14a-8(c) as the March Proposal itself is not a single proposal, but rather consists of 14 separate items dealing with a variety of unrelated matters. The 14 proposals request:

- (1) Elimination of all future stock option grants and rescission of all existing stock options;
- (2) Elimination of all bonuses, to be replaced by a merit system of pay increases for all employees;
- (3) The imposition of severance pay limitations for all personnel;
- (4) Elimination of all "other perks to Corporate America" not granted to all personnel;
- (5) Elimination of all present and future "golden parachutes," with all personnel being treated the same as executives;
- (6) Elimination of all hiring bonuses;
- (7) Elimination of all present and future loans to any members of the Company;
- (8) Prohibition of all repurchases of stock from any member of the Company;
- (9) Prohibition of any repricing of stock options;



OFFICE OF THE CHIEF COUNSEL
DIVISION OF CORPORATION FINANCE
SECURITIES AND EXCHANGE COMMISSION

June 2, 2004

Page 4

- (10) Elimination of all consultancy contracts to retiring executives to put them on same parity as all personnel;
- (11) Elimination of any special retentive payments to executives;
- (12) Prohibition on the purchase of "any special insurance policies for Corporate America that fail to be in compliance with the Corporate insurance policy prevailing for all personnel";
- (13) Elimination of any special monetary or other financial grants to retiring executives; and
- (14) "We provide a brief summary of what we want."

The foregoing proposals cover a variety of different topics, encompassing matters of executive compensation, various compensation and benefit matters pertaining to employees generally, employee welfare and working conditions, consulting agreements between the Company and its former employees, prohibition of loans to employees, proposed limitations on the Company's ability to repurchase its stock, and a proposal that "[w]e provide a brief summary of what we want."

The Staff has previously concluded that substantially distinct multiple proposals will not be considered as a single proposal and has permitted the exclusion of shareholder proposals containing multiple unrelated concepts. See *Ford Motor Company*, April 4, 2003 (proponent submitted 18 proposals that did not relate to a single concept); *IGEN International, Inc.*, July 3, 2000 (proponent submitted seven distinct proposals). We note that the Staff has in the past permitted multiple proposals to be treated as one proposal, where those proposals all related to a single, specific concept. However, the Proponent's proposals do not concern a single concept, but rather involve multiple unrelated concepts. Accordingly, we believe that the March Proposal may be excluded from the Company's Proxy Statement under Rule 14a-8(c).

For the foregoing reasons, we respectfully request that you concur in our view that, in accordance with Rule 14a-8(j), the Company may properly exclude from its Proxy Materials for the 2004 Annual Meeting both the February Proposal and the March Proposal. Your confirmation that the Staff will not recommend enforcement action if both proposals are omitted from the 2004 Proxy Statement is respectfully requested.



OFFICE OF THE CHIEF COUNSEL
DIVISION OF CORPORATION FINANCE
SECURITIES AND EXCHANGE COMMISSION

June 2, 2004

Page 5

Should you have any questions regarding this matter or require any additional information, please contact me at (513) 983-2810. Please acknowledge receipt of this letter by date-stamping the enclosed additional copy of this letter and returning it in the enclosed envelope.

Sincerely,

A handwritten signature in cursive script that reads 'Joseph A. Stegbauer'.

Joseph A. Stegbauer
Senior Counsel

Enclosures

cc: John Jennings Crapo – w/enclosures
via Certified Mail #7099-3220-0007-6240-4852
and regular U.S. Mail

JOHN JENNINGS CRAPO, PRO SE. Homeless STEHLER
RTD CIV SVCE EMPLOYEE..

VETERAN US ARMY AND FORMER SSGT US ARMY
NATIONAL GUARD, NON PRACNG LENSED CERT
SCL WRKR

PORTER SQUARE US Post OFFICE (page 101)
OF 11/1/09)

PO Box 400151

pages printed on
reverse blank

CAMBRIDGE MA 02140-9998 02140-0002

VIA CERTIFIED MAIL

RETURN RECEIPT REQUESTED (VIA CARRIER)

MAIL PIECE# 7003 2260 0007 2543 5095

Courtesy copy to 1st USA SECURITIES AND
EXCHANGE COMMISSION

to: 14th + 15 February 2004

PROCTER AND GAMBLE COMPANY

ATTN PLEASE

Procter and Gamble Corporate Secretary
or Successor as Acting Corporation
Secretary

Cincinnati Ohio

RE: MY Shareholder Proposal AND accompanying
supporting statement to be introduced
IN the proxy statement of the next
meeting of Shareholders and proxies
meeting as an assembled meeting of
shareholder and proxies meeting as
stockholder meeting of Procter and
Gamble COMPANY

Dear MR/MS Corporate Secretary

I write in the midst of exceedingly
inconvenient, troubling and threatening
circumstance but inspite my being
homeless, more

John Jennings Crafo to Procter & Gamble Co.
page two (02) of nine (09) pages

Feb. 14 2004

having schizophrenia, FATIGUE, GLAUCOMA, Being a
Homosexual / Walking with Prosthesis, having
psoriasis, having ARTHRITIS, et cetera
AND Being eighty-six (66) Years old I DO my
FIDUCIARY Duty, AND obey the laws, rules,
and regulations of the US Securities and
Exchange Commission ("SEC") AND submit
this shareholder proposal. I URGE you too
to obey the laws, rules, and regulations of
the SEC

I plan to attend the stockholder meeting
and present my shareholder proposal
and I plan to continue to own the shares
and not to sell any until the adjourn-
ment of the forthcoming stockholder
meeting

I can't find my statement attesting
to my ownership of shares of the
Procter and Gamble Company AND OF
my transfer on Death account of
Shares JOHN CRAFO TOD (WKE)
WP SEGARRA. Nevertheless my
ownership of Company stock is
well above the minimum threshold of
ownership of stock to qualify
FOR
More

JOHN JENNINGS (RAPO to Procter & Gamble Co.
PO, Thru (03) 09 NINE 1091) has
Feb 14 2004

presenting my shareholder proposal and
the ownership has been for well over the
minimum ~~time~~ ~~allowed~~ threshold for
continuity of ownership prior to submission
of a shareholder proposal.

IN event YOU or stockholders have
questions re: this shareholder proposal
please direct them to me via U.S. Postal
Service by letter to me at my PO
Box address

PO Box 400151
CAMBRIDGE MA 02140-0002

my shareholder proposal

We, Shareholders convened as a meeting
of Shareholders and proxies of the PROCTER AND
GAMBLE COMPANY Meeting as an assembly
of Shareholders hereby request
our Honorable Board of Directors ("BOARD")
to publish in the Proxy Statement of the
company of the next successive shareholder
meeting a report concerning METAMUCIL
FIBER WAFERS, FIBER LAXATIVE. The
Report requested shall contain a balanced
report on said laxative to include
the content of it, the side effects, the
ADVERSE effects of it, the objectives
of it, the effectiveness of it AND
the OUTLOOK more

John Jennings (Gabo, pro se, to Brocker and
Gambler Co
Page Four (04) of nine (09) pages
Feb 14th 2004

OF IT. THE Report shall not exclude
other relevant information

Supporting Statement

The stockholder proponent (the "proponent")
bought the laxative this time February tenth (10th)
2004

Starting January 2003 proponent
has been homeless and living in a homeless
Men's Shelter of the Pine Street INN,
MEN'S INN 444 Harrison Avenue, Boston,
South End, MA - Not to be misunderstood as
that of Pine Street New York City which is the
next street over of Wall Street and the
entrance of American International Group
inc which has doors to both at both
~~that st~~ Wall and Pine Streets AND
which provides much insurance on Boston's
Central Artery Project which borders
the Pine Street INN's Women's INN - at
Albany Street Boston MA.

When proponent uses of the said
shelter he's a victim of serious harassment
of pounding on walls of toilet closet, com-
plaints he takes too long to eliminate,
that he should drink Chinese soup
et cetera and comments "Fuck You
... Fuck Your Mother" et cetera
Often there are long streams of toilet
paper on floor of latrine, soiled
more

John Jennings (Cape, Moore to Brocher & Gambler Co
PAL Five (05) & Nine (09) bars
Feb. 14th 2004

clothes and other such things, Stopped up
toilets, sink frequently without soap,
Dirty floors & etc.

I Find it offensive profanity re: my
mother - which is libelous and slanderous. I've
a serious complaint against my dead mother
and others and if my Mother's reputation
is impaired by those comments might not
that mean that is the forum and then
my case is gone??? Everyone in that
place - which is detox, of alcohol and serious
other drugs, recovery of serious injuries, recovery
of homelessness, serious job troubles, and
serving time for violations of law have an
interest in better housing

Apparently it's public information in
my trust I ask Mr Segarra to expend
money in memory of my Mother to benefit
members of the Young Men's Christian Association
for toilet paper - in Cambridge MA. Just recently,
if there is lots & lots in print for Greater
Boston (ma) Young Men's Christian Association
(YMCA) has decided to erect a shelter
for homeless persons June 01, 2004
on it's premises at Huntington Avenue
a very historic place since at that YMCA
Northeastern University had it's genesis

In recent years proponent
has had serious abdominal surgery
~~the~~ Narcotics were prescribed for relief
of pain upon the surgery and the
more

JOHN JENNINGS (CRAP, has to be Procter & Gamble
Co. pay \$4106) or nine (09) pers
Feb. 14th 2004

laxative was prescribed for the constipation
which in my case followed the use of
narcotics, which I bought in a drug store
from a licensed pharmacist upon order of
licensed physician. I'm alcohol, tobacco
and narcotics free. I take ibuprofen
for arthritic + neurological pain. Sometimes
the pain appears in the roof of my head.

Proponent obviously doesn't wish to
strain to defecate for fear of more surgery.
He has a history of anal surgery and
treatment for piles, etc., etc. Surgery
is costly, etc etc etc. Proponent must
leave shelter by 8:30 AM, AND USUAL
time in is at 4 PM - on Mr. Martin Luther
King Junior's birthday, Christmas Day,
and other such important days there
are exceptions but proponent notices
no exceptions on statements that one
"Fuck his mother..." Wasn't Mrs
King also a victim of homicide?

Waking is 4:30 AM, or so and bed
time is about 5:13 PM or so - after show-
ering. There are very few public toilets.
Proponent's sleep isn't great - but he
must get to defecate in very early
morning hours and just barely avoid
serious injury from being knocked
down by much younger men who
come hurrying out of toilet room
when proponent is slowly waking up
and walking in shower sandals into
it.

more proponent understands

John Jennings Probs, memo to Procter & Gamble
Co. page seven (07/09) more (09/12) page

14 Feb 2004

at the homeless person's homes of the young
there may be people my age but I'm not
the parents, and grandparents. It's
wrong to try to knock me down or
touse me as a whipping boy for some-
one they don't like. The men's room
has three (03) commodes for a large multi-
tude of men. Up to mid week ~~totum~~
one (01) commode was out of service in
that bed rest area. After voiding
proponent claims his rest is better -
but that usually end of his bed rest
proponent prefers defecation in afternoon
so when he showers he can scrape any linger-
ing defecation off his skin when showering.
I worry about sores AND the potential
for invasion of my Body via sores of
injurious bacteria. Shame time is 5:15
pm (or so) to - (?)

The shower area doesn't have showers
toilets AND proponent has noticed persons
using drains as urinals in showers, in
the period 5:15 PM to 5:50 P.M.

Today proponent bought Procter
and Gamble anti-perspirent in store
and when a commercial came on for
oil of olay - in cafeteria - on televis.
on someone immediately changed
channel to another channel are persons
intimidating the company

more

John Jennings (Coke, nose. to Procter & Gamble Co
Page 108) of num 109) page
14 Feb 2004

Proponent uses Procter & Gamble

Shampoo in shower. This morning before 5:30
AM in overnight locker room a man
asked another for use of anti-furcure
by Procter & Gamble for 50 cents and
man gave him whole container for
Santalini - stated but I didn't see no key
actual payment AND I DIDN'T NO KEY
What was in container. Afternoon before
the water temperature was but barely warm.

my Procter & Gamble statements
of the Dividend Reinvestment/Optional
Cash purchase plan & Stock. including
my TOD to (Mrs) W.P. SEGARRA,
my executor nominee have not been
delivered to me at Pine St INN Men's
INN, Homeless Men's Shelter

Feb. 15th 2004 Someone asked me to
let him use some of my Procter & Gamble
paper towels. I said the toilet closet
is out of toilet tissue. I said I'm not
stall AND I DO NOT wish chance of
toilet being stopped up because I
permitted him to use my paper towels.
I did leave a sink cleaner than I found
it this morning by wiping it up after
my use brushing teeth etc with
Procter & Gamble tooth paste &
brush. That I did as gesture
which was a sensible thing to do
but that more

John Jennings (Crafo. know to Proctor & Gamble Co
page Nine(09) of Nine(09) page
14 Feb 2007

Isn't something I do not always DO.

As I came here I noticed a ^{Battered poster} posted

"Missing Have you seen ... Patrick
Kelly ... ?" posted near the
collector's office of the Broadway
red line station at (South) Boston (MA)
ending my supporting statement.

I send you two (02) copies this
one (01) copy I send to the Hon
U. S. Securities & Exchange Commission
Dividing Corporation Finance
also by Certified mail # 7003
2260 0007 2544 7395 return
recent requested - and copy
of my letter & transmittal to
Mr DUNN, the Division's Deputy Director
amounts of ~~30~~ ³⁰ pages (in all)

Sincerely and courageously

John Jennings Crafo. Mrs Le
Homeless Shareholder
Proctor & Gamble Company
and non practicing LENSE (EKT
SCL WRKR

End copy letter & transmittal via CMRR to
SEC
cc to SEC attn: Mr. Martin P. DUNN
via CMRR 7003 2260 0007 2544
~~7395~~ 7395

JJC/jjc

Mr John Jennings CRAPO, Mrs Le
PO Box 400151
CAMBRIDGE MA 02140-0002

Via Certified mail mail Feb 14 2004
piece # 7003 2760 0007 2544 7395

Return receipt requested
from USA Securities and Exchange Commission
Division of Corporation Finance
attn please Division Deputy Director Mrs
martha P. DUNN or Successor as
acting Division Deputy Director
450 Fifth St NW
Washington DC 20549-0213

Dear gentlemen and ladies of the
USA Securities and Exchange Commission
Enclosed of this date please find
copy of my shareholder proposal letter
to Procter and Gamble, which I send
via Certified Mail Return Receipt Requested
please put this - which I call to your
attention in right place then.

Sincerely,

John Jennings Crafo. Mrs Le
Enclosure

CC to said Procter & Gamble Company.
via C.M.R.H.

JJC/jic

U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only - No Insurance Coverage Provided)

Article Sent to

P&G

Postage	\$
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Return Receipt Fee (Endorsement Required)	
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$

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The Procter & Gamble Company
Legal Division
1 P&G Plaza
Cincinnati, OH 45202-3315
www.pg.com
Phone: (513) 983-2810
Fax: (513) 983-2611
stegbauer.ja@pg.com

Name (Please Print Clearly) (To be completed by mailer)
John Jennings Crappo
Street, Apt. No., or PO Box No.
P.O. Box 400151
City, State, ZIP+4
Cambridge, MA 02140-0002
PS Form 3800, July 1999 See Reverse for Instructions

March 5, 2004

Mr. John Jennings Crappo
P.O. Box 400151
Cambridge, MA 02140-0002

Dear Mr. Crappo:

I have received your letter submitting a shareholder proposal for The Procter & Gamble Company's 2004 Proxy Statement.

Your proposal does not comply with the length requirements of the applicable regulations of the United States Securities and Exchange Commission. Specifically, Rule 14a-8d states that a shareholder proposal and the accompanying supporting statement may not exceed 500 words. Your proposal and supporting statement exceeds this limit.

Under Rule 14a-8f, if you want us to consider your proposal you must submit to us a revised proposal. If you elect to send a response via U.S. mail it must be postmarked no later than 14 days from the date you received this letter. If you wish to submit your response electronically, you must submit it to the e-mail address above within 14 days of your receipt of this letter.

If we receive a revised proposal that complies with the length requirement in this timeframe, we will review it on its merits and take appropriate action.

Regards,


Joseph A. Stegbauer

JAS/tm

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Mr. John Jennings Crappo
P.O. Box 400151
Cambridge, MA 02140-0002

2. Article Number (Copy from service label)

7099 3220 0007 6240 4555

PS Form 3811, July 1999

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print Clearly)

John Jennings Crappo

B. Date of Delivery

11 Mar 2004

C. Signature

John Jennings Crappo

PRO SE

☐ Agent☒ Addressee

D. Is delivery address different from item 1?

☐ Yes

If YES, enter delivery address below:

☐ No

3. Service Type

☒ Certified Mail☐ Express Mail☐ Registered☐ Return Receipt for Merchandise☐ Insured Mail☐ C.O.D.

4. Restricted Delivery? (Extra Fee)

☐ Yes

Domestic Return Receipt

102595-99-M-1789

Mr. John Jennings CRAPO. PRO SE, Homers
Procter & Gamble shareholder
PO Box 400151 CAMBRIDGE MA

02140-0002
Date received June (03) per
USA Certified Mail 12 March 2004
Mail receipt 7003 1010 0003 3508 7042
Return receipt requested

ADDRESS correction requested
to Procter AND GAMBLE COMPANY attn please
Corporation Secretary or Successor to Acting Corp Secy
One Procter & Gamble PLZ Cincinnati OH
45202. Re: Shareholder proposal

Dear Mr/Ms Secretary

I write in midst of seriously great inconvenience
AND other troubling and threatening circumstances

I plan present the following shareholder
proposal & accompanying supporting statement
in person at the next annual meeting of share
holders and proxies. Meeting as assembled
meeting of stockholders of the Corporation. please
include this as introduction by me shareholder
proposal in the proxy statement said Corporation
accompany this letter I send via Certified Mail
Return receipt requested to the USA SECURITIES
and Exchange Commission. enclosed is copy my
letter transmitted to said Commission of that
courtesy copy.

Shareholder proposal - We REQUEST

1. eliminate all future stock options AND
rescind all stock options that have not been
exercised. IF the latter cannot lawfully
done cancel all those that have not been
exercised. This applies to our Board of
Directors AND all others of the Corporation
where it is lawful to AFFIDUOTE this improve-
ment.
2. eliminate all bonuses. Replace incentive o-
wards with a merit system of not more than
twenty percent increase for employees below
the executives level and a maximum
increase of fifteen percent for executive
level personnel
3. Limit severance payments to not more
than two years salary for all personnel
more

Shareholder Croko to Procter and Gamble
p. two (2) of three (3) page
12 March 2004

4. eliminate any other perks to corporate AMERICA that have not been granted to all personnel
5. Eliminate all future golden parachutes and rescind all those that have been granted if that may not be lawfully done then grant all employees the same privilege Personnel shall be treated same as executives
6. Eliminate all living allowances
7. Eliminate loans to any members of the company AND all that that have been granted
8. Eliminate the purchase of stock from any member of the corporation
9. Eliminate any reversal of the 'strike prices' of existing stock options
10. Eliminate the awarding of consultancy contracts to retiring executives to put them on same parity all personnel
11. Eliminate any special retirement payments to executives
12. Eliminate the purchase of any special insurance policies for Corporate America that fail to hold compliance with the corporate insurance policy prevailing for all personnel
13. Eliminate any special monetary or other financial grants to retiring executives
14. We provide a brief Summary of what we want.

Supporting statement

Shareholder Crokonew buy many of the corporation's products. In fact yesterday he bought some Olay Body Wash but was disappointed Not to find in store Soap dishes so he might buy cakes of soap which would be more convenient so to carry soap around without apprehension

the
man

Shareholder Crises to Procter and Gamble
P. Three (03) y Three (03) pages
12 March 2001

bottle of liquid would open and be untidy - reflecting
embarrassment to the Honorable Board of Directors
of Procter & Gamble Company. This concern for
the registrant is one all stockholders identify
with and enthusiastically applaud. Proponent
has satchell of Phillip Van Heusen Company
by a Mr Cole - and has satchell on portable
cart with three attache cases all manufactured
by said Phillip Van Heusen Company. Proponent
bought two satchels and cases in midst of
complaints a bag he'd bought manufactured
by a Boston Area Company was too bulky
AND taking up too much space in the shower
area of the homeless men's shelter ~~where~~ where
proponent has been dwelling since January
2003. Proponent provides brief reasons
ending supporting statement

Sincerely

John Jennings Crapo Prose

cc via email to
Hon Securities & Exchange Commission
in United States of America

JJC/jjc

Mr John Jennings Crapo, Pres
PO Box 400151
CAMBRIDGE MA 02140-0002

Via Registered Mail March 12th 2004
Return Receipt Requested
7003 1010 0004 6497 1342
United States Securities and
Exchange Commission
Division of Corporate Finance
Office of Director & Division of Corp.
Finance
450 5th St NW
DC 20549-0102

Dear Gentlemen and Staff
and Ladies

Enclosed is copy my shareholder
proposal to Procter & Gamble Company
this date which I call to your
attention

copy this letter & transmittal
I send to said registrant
Sincerely

John Jennings Crapo
SJC/jic



Joseph A. Stegbauer
Senior Counsel

The Procter & Gamble Company
Legal Division
1 P&G Plaza
Cincinnati, OH 45202-3315
www.pg.com
Phone: (513) 983-2810
Fax: (513) 983-2611
stegbauer.ja@pg.com

May 27, 2004

Via Certified Mail #7099 3220 0007 6240 4784
and Regular First Class United States Mail Delivery

Mr. John Jennings Crapo
P.O. Box 400151
Cambridge, MA 02140-0002

Dear Mr. Crapo:

I am writing in response to your letter dated March 12, 2004 (the "March Proposal"), requesting that The Procter & Gamble Company (the "Company") include certain proposals in the Company's Proxy Statement for its 2004 Annual Meeting.

This letter is to notify you that, for the reasons set forth below, the Company intends to exclude the March Proposal from its Proxy Statement.

By a letter dated February 14, 2004, you requested that the Company include in its Proxy Statement for the 2004 Annual Meeting a proposal relating to Metamucil (the "February Proposal"). On March 5, 2004, within 14 days of receipt of the February Proposal, we notified you (the "Notice of Defects") that this proposal exceeded the 500 word limit prescribed in Rule 14a-8(d) under the Securities Exchange Act of 1934 (the "Exchange Act"). Under Exchange Act rule 14a-8(f), you were required to correct this deficiency within 14 calendar days of receipt of the Notice of Defects. However, the Company did not receive any response from you. As a consequence, the Company is not required to include the February Proposal in its Proxy Statement.

Without responding to the foregoing Notice of Defects or taking any action to withdraw the February Proposal, on March 12 you sent to us the March Proposal. The March Proposal relates to entirely different subject matters than the February Proposal, and makes no reference to the February Proposal. Pursuant to Exchange Act rule 14a-8(c), each shareholder may submit no more than one proposal to a company for a particular shareholder's meeting. Accordingly, the Company believes that it is entitled to exclude the March Proposal from its Proxy Statement, and is seeking confirmation of this from the Securities and Exchange Commission (the "SEC").



Mr. John Jennings Crapo
May 27, 2004
Page Two

While the Company believes it is entitled to exclude the March Proposal as a second proposal for the reason discussed above, we further note that the March Proposal also is not in compliance with Exchange Act rule 14a-8(c) because it is not a single proposal but consists of as many as 14 distinct proposals.

In the event that the SEC were to determine that the March Proposal is not a second proposal, you would be entitled to submit that proposal for inclusion in the Company's proxy statement, but only if you submit to the Company a revised proposal that complies with the single proposal requirement of Exchange Act rule 14a-8(c) within 14 days of receipt of this letter. You should understand that the Company does not waive any rights to object to any revised proposal that you may choose to submit, whether pursuant to Exchange Act rule 14a-8(c) or pursuant to any other grounds permitted by rule 14a-8.

Sincerely,

A handwritten signature in black ink, appearing to read 'Joe Stegbauer', written in a cursive style.

Joseph A. Stegbauer

U.S. Postal Service
CERTIFIED MAIL RECEIPT
(Domestic Mail Only - No Insurance Coverage Provided)

Article Sent To

7099 3220 0007 6240 4784

Postage	\$
Certified Fee	
Return Receipt Fee (Endorsement Required)	
Restricted Delivery Fee (Endorsement Required)	
Total Postage & Fees	\$

Postmark
Here

Name (Please Print Clearly) (To be completed by mailer)

Mr. John Jennings Crapo

Street, Apt. No.; or PO Box No.
P.O. Box 400151

City, State, ZIP+ 4

Cambridge MA 02140-0002

PS Form 3800, July 1999

See Reverse for Instructions



Joseph A. Stegbauer
Senior Counsel

The Procter & Gamble Company
Legal Division
1 P&G Plaza
Cincinnati, OH 45202-3315
www.pg.com
Phone: (513) 983-2810
Fax: (513) 983-2611
stegbauer.ja@pg.com

May 27, 2004

Via Certified Mail #7099 3220 0007 6240 4784
and Regular First Class United States Mail Delivery

Mr. John Jennings Crapo
P.O. Box 400151
Cambridge, MA 02140-0002

2004 JUN 1 10:33
RECEIVED
FEDERAL RESERVE BANK
OF CINCINNATI
COMMERCIAL BANK

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Mr. John Jennings Crapo
May 27, 2004
Page Two

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Sincerely,

A handwritten signature in cursive script, appearing to read 'Joe Stegbauer'.

Joseph A. Stegbauer

Is your RETURN ADDRESS completed on the reverse side?

SENDER:

- Complete items 1 and/or 2 for additional services.
- Complete items 3, 4a, and 4b.
- Print your name and address on the reverse of this form so that we can return this card to you.
- Attach this form to the front of the mailpiece, or on the back if space does not permit.
- Write "Return Receipt Requested" on the mailpiece below the article number.
- The Return Receipt will show to whom the article was delivered and the date delivered.

I also wish to receive the following services (for an extra fee):

1. ☐ Addressee's Address
2. ☐ Restricted Delivery

Consult postmaster for fee.

3. Article Addressed to:

Mr. John Jennings Crapo
P.O. Box 400151
Cambridge, MA 02140-0002

4a. Article Number

7099 3220 0007 6240 4852

4b. Service Type

- ☐ Registered ☒ Certified
☐ Express Mail ☐ Insured
☒ Return Receipt for Merchandise ☐ COD

7. Date of Delivery

June 16 2004/1937/

5. Received By: (Print Name)

MR
John Jennings Crapo

6. Signature: (Addressee or Agent)

John Jennings Crapo Pro Se
non lwy

8. Addressee's Address (Only if requested and fee is paid)

PS Form 3811, December 1994

2505-97-B-0179

Domestic Return Receipt

DIVISION OF CORPORATION FINANCE INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

August 10, 2004

Response of the Office of Chief Counsel
Division of Corporation Finance

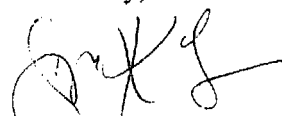
Re: The Procter & Gamble Company
Incoming letter dated June 2, 2004

The first proposal requests a report regarding "Metamucil Fiber Wafers, Fiber Laxative." The second proposal requests that Procter & Gamble take action with respect to 14 items.

There appears to be some basis for your view that Procter & Gamble may exclude the first proposal under rule 14a-8(f). We note in particular that the proposal appears to exceed the 500-word limitation imposed by rule 14a-8(d). Accordingly, we will not recommend enforcement action to the Commission if Procter & Gamble omits the proposal from its proxy materials in reliance on rules 14a-8(d) and 14a-8(f).

There appears to be some basis for your view that Procter & Gamble may exclude the second proposal under rule 14a-8(f) because the proponent exceeded the one-proposal limitation in rule 14a-8(c). Accordingly, we will not recommend enforcement action to the Commission if Procter & Gamble omits the second proposal from its proxy materials in reliance on rules 14a-8(c) and 14a-8(f).

Sincerely,

A handwritten signature in black ink, appearing to read "GK Lee", written over a horizontal line.

Grace K. Lee
Special Counsel